

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
Proposed Counsel to **Rock & Republic Enterprises, Inc.**
and **Triple R, Inc.**
Debtors and Debtors-in-Possession
425 Park Avenue
New York, NY 10022
(212) 754-9400
Alex Spizz, Esq.
Arthur Goldstein, Esq.
Jill Makower, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT NEW YORK

-----X
In re: : Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC., : Case No. 10-11728 (____)
Debtor. :
-----X
In re: : Chapter 11

TRIPLE R, INC., : Case No.: 10-11729 (____)
Debtor. : (Joint Administration Pending)
-----X

**AFFIDAVIT OF GEOFFREY D. LURIE PURSUANT TO
LOCAL RULE 1007-2 IN SUPPORT OF FIRST-DAY
MOTIONS AND APPLICATIONS**

STATE OF NEW YORK)
ss.:
COUNTY OF NEW YORK)

GEOFFREY D. LURIE, being duly sworn, deposes and says:

1. I am the Chief Restructuring Officer ("CRO") of Rock & Republic Enterprises, Inc. ("R&R") and its affiliate Triple R, Inc. ("Triple R") (collectively the "Debtors"). Each of the Debtors commenced cases under Chapter 11 of the Title 11 United States Code (the "Bankruptcy Code") on the date hereof (the "Petition Date"). In my capacity as the CRO I am familiar with the day to day operations, business and

financial affairs of the Debtors.

2. I submit this Affidavit pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York (the "Local Rules") to assist the Court and other parties in interest in understanding the circumstances that compelled the commencement of these Chapter 11 cases and in support of the first-day motions and applications that are being filed contemporaneously herewith.

3. Except as otherwise indicated, all facts set forth in this Affidavit are based upon my personal knowledge, my discussions with other members of the Debtors' senior management, my review of the relevant documents, or my opinion based upon experience, knowledge, and information concerning the Debtors' operations and financial affairs. If called upon to testify, I would testify competently to the facts set forth in this Affidavit. I am authorized to submit this Affidavit on behalf of the Debtors.

4. This Affidavit is intended to provide a summary overview of the Debtors' businesses and these chapter 11 cases. Parts I through IV of this Affidavit provide an overview of Debtors' business, organizational structure, capital structure, events giving rise to the commencement of these chapter 11 cases, and the Debtors' financial outlook. Section V provides a summary of the motions and applications that the Debtors seek to be heard on an expedited basis immediately following the commencement of these cases (the "First Day Motions"). Section VI lists the schedules of information required by Local Rule 1007-2.

I. THE DEBTORS' BUSINESS

5. The Debtors are a wholesale and retail apparel company specializing

in an avant-garde and distinctive line of clothing. Originally started in 2002 by its Chief Executive Officer, Michael Ball, primarily as an American jeans company, the Debtors have expanded their lines to include high fashion clothing for men, women and children as well as shoes, cosmetics and accessories. The Debtors merchandise can be found at most high end retail stores such as Nordstrom, Neiman Marcus, Bergdorf Goodman, Bloomingdales, Lord & Taylor, Harvey Nichols and Saks Fifth Avenue, as well as in small upscale boutiques.

6. For the year ending December 31, 2009, the Debtors had annual sales on a consolidation basis of \$97,613,200.00 with an EBITDA of \$9,790,500.00.

II. THE DEBTORS

7. Rock & Republic Enterprises, Inc. is wholly owned by Global Domination Enterprises, Inc. and Triple R, Inc. is wholly owned by Brick and Mortar Freestanding, Inc. Both Brick and Mortar Freestanding, Inc. and Global Domination Enterprises, Inc. are 100% owned by Michael Ball. The Debtors operate out of thirteen locations consisting of offices, showrooms and retail space (3 retail stores), including an office and showroom at 400 West Broadway, New York, New York since November, 2006. The Debtors currently employ approximately 180 employees.

III. DEBT STRUCTURE

8. R&R operates its business primarily through a factoring agreement and inventory security agreement (the "Factoring Agreement") with The CIT Group/Commercial Services, Inc. ("CIT"). R&R sells and assigns its receivable to CIT on a credit risk basis whereby CIT assumes the credit risk as a result of the customers failure to pay when due solely because of the customers' financial inability to pay. R&R receives an

advance of 85% of all receivables sold and assigned. In addition, CIT has extended to R&R a credit line of \$1,000,000 based on ledger debt which is the amount of money R&R owes other customers who also factor their accounts with CIT. CIT has also made available \$1,000,000 in letter of credit facilities. R&R pays a factoring fee of .45% on the first \$50,000,000 of assigned receivables and .40% of receivables over \$50,000,000. R&R currently pays CIT interest at the rate of 3% on all advances. CIT also provides R&R with advances with respect to inventory up to the lesser of (1) \$2,500,000 or (2) an amount equal to the sum of (x) 35% of the value of eligible inventory consisting of raw material plus (y) 50% of the value of finished inventory calculated on a first in, first out basis.

9. As of the filing of the petition, the Debtors owe CIT approximately \$5,700,000 and CIT owes the Debtors approximately \$1,165,000 under the Factoring Agreement. The loans from CIT are secured by a lien on all of the Debtors' assets other than intellectual property.

10. On or about November 14, 2007 Rock & Republic Enterprises, Inc. borrowed \$15,000,000 from RKF, LLC ("RKF"). RKF is owned by the same person who owns Richard I. Koral, Inc. d/b/a Jessica's ("Jessica's"), the Debtors' U.S. distributor for close-outs and irregular denim products. The loan was evidenced by a Loan Agreement, as well as an Intellectual Property Security Agreement ("Security Agreement") which gave RKF a lien on all the borrower's intellectual property as collateral for the loan. Although the original due date of the loan was May 1, 2009, that date has been extended by various amendments through and including April 2, 2010. The loan bears interest as of February 1, 2010 at the rate of 15% per annum.

IV. EVENTS LEADING TO THE FILING OF A CHAPTER 11 CASE

11. The primary reason for the filing of the Debtors' Chapter 11 cases is the loan from RKF. The Debtors do not have available the funds necessary to pay the \$15,000,000 plus interest due to RKF under the Loan Agreement and RKF has refused to further extend the term of the loan upon conditions that are acceptable to the Debtors. Upon default in payment of the loan, RKF as a secured creditor under its Security Agreement would have the right without further notice to the Debtors to sell or assign the Debtors' intellectual property through a public or private sale for such amount and at such times as RKF deems advisable.

12. Inasmuch as the Debtors' intellectual property, which consist of trademarks and trade names, are its most valuable asset, the filing was necessary to prevent RKF from taking any action with respect to the Debtors intellectual property subsequent to April 2, 2010. It is the Debtors intention in this reorganization proceeding to find a replacement lender for RKF on terms and conditions that the Debtors find acceptable or in the alternative to restructure the existing loan with RKF.

V. FIRST DAY AND RELATED MOTIONS

13. Contemporaneously with the filing of the Chapter 11 Petitions, the Debtors will file the following first day motions and request that the Court schedule hearing(s) on these motions as soon as possible.

- Motion for Joint Administration: The Debtors seek to have their chapter 11 cases jointly administered. Joint administration of the cases will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders in each of the Debtor cases, thereby saving the Debtors' estates considerable expense and resources. The relief requested will not adversely affect creditors' rights

as this Application requests only administrative, and not substantive, consolidation of the Debtors' estates

- Application for Extension of Time to File Schedules and Statements of Financial Affairs: The Debtors seek an additional thirty (30) days to file their schedules and statements of financial affairs. Due to the complexity and diversity of the operations, the Debtors anticipate that they will be unable to complete their Schedules in the fifteen days provided under Bankruptcy Rule 1007(c). To prepare their Schedules, the Debtors must compile information from books, records, and documents relating to hundreds of claims, assets, and contracts. This information is voluminous and is located in numerous places throughout the Debtors' organization. Collecting the necessary information requires that the Debtors and their employees expend an enormous amount of time and effort
- Application to Continue Factoring Agreement with CIT: The Debtors seek authorization to continue the Factoring Agreement and Inventory Loan Agreement that they currently have with CIT. CIT has consented to continue post-petition its pre-petition financing relationship with the Debtors. Without continuing the CIT relationship, the Debtors would not have the ability to operate its business.
- Motion to Reject Leases: The Debtors have identified various real estate leases which they no longer require and wishes to reject pursuant to § 365 of the Bankruptcy Code. Debtors seek to reject these leases as soon as possible after the filing of the petitions so as to minimize any claims against the estate by lessors.
- Motion to Retain Professionals: The Debtors will be filing motions to retain Todtman, Nachamie, Spizz & Johns, P.C. as bankruptcy counsel. In addition, the Debtors will be filing a motion to retain Manderson, Schafer & McKinlay LLP as special corporate counsel to the Debtors, Atlas Strategic Advisors, LLC, as investment bankers to the Debtors and Marvin Traub Associates, Inc., as the strategic, brand management, product development and merchandising, manufacturing, and operations advisors to the Debtors.
- Motion for Continued Use of Existing Cash Management Systems and Maintaining Existing Accounts: In order for the Debtors to maintain their current operations and centralized management, both Debtors' operation require that the existing management systems continue during the pendency of the Chapter 11 cases. The Debtors will continue to maintain all of their receipts and disbursements and records of all transfers within the cash management systems utilized post-petition, as all transfers and transactions will be properly

documented and accurate account balances would be maintained. It is my understanding that all of the Debtors' bank accounts are with Bank of America, which is an approved depository by the United States Trustee for the Southern District of New York.

- Motion to Continue Customer Service Program: The Debtors seek authorization to pay prepetition customer obligations and sales taxes; to continue customer service programs, and payment of sales taxes;
- Application for Authorization to Pay Pre-Petition Wages: The Debtors seek authorization to pay the pre-petition wages and benefits of the Debtors' employees. The Debtors seek authorization to pay approximately \$173,000 in accrued pre-petition compensation obligations; and approximately \$13,000 for Debtors' pre-petition payroll tax obligations.

VI. INFORMATION REQUIRED BY LOCAL RULE 1007-2

14. Local Rule 1007-2 requires certain information related to Debtors, which is set forth below.

15. The information required by Local Rule 1007-2(a)(1) is set forth in Parts I and V above.

16. In response to the information requested in Local Rule 1007-2(a)(3), to the best of my knowledge, no committee has been organized prior to the Petition Date.

17. Pursuant to Local Rule 1007-2(a)(4), Schedule 1 hereto lists the following information with respect to each of the holders of the Debtors' 25 largest unsecured claims on a consolidated basis, excluding claims of insiders: the creditor's name, address, and telephone number (if available); the name(s) of person(s) familiar with the Debtors' accounts, the amount of the claim, and an indication of whether the claim is contingent, unliquidated, disputed or partially secured.

18. Pursuant to Local Rule 1007-2(a)(5), Schedule 2 hereto

provides the following information with respect to the Debtors' secured creditors, on a consolidated basis: the creditor's name, address (including the number, street, apartment or suite number, and zip code, if not included in the post office address); the amount of the claim; a brief description of the collateral securing the claim; an estimate of the value of the collateral and whether the claim or lien is disputed.

19. Pursuant to Local Rule 1007-2(a)(6), Schedule 3 provides a summary of the Debtors' assets and liabilities.

20. In response to the information requested in Local Rule 1007-2(a)(7), the Debtors do not have any publicly held stock, debentures or other securities.

21. Pursuant to Local Rule 1007(2(a)(8), and upon information and belief there is no property of the Debtors in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents, secured creditors, or agent for any such entity.

22. Pursuant to Local Rule 1007-2(a)(9), Schedule 4 hereto provides a list of the premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

23. Pursuant to Local Rule 1007-2(a)(10), Schedule 5 hereto provides the location of the Debtors' substantial assets, the location of their books and records, and the nature, location and value of any assets held by the Debtors outside the territorial limits of the United States.

24. Pursuant to Local Rule 1007-2(a)(11), Schedule 6 hereto provides a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property.

25. Pursuant to Local Rule 1007-2(a)(12), Schedule 7 hereto provides a list of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors and a description of their responsibilities and experience.

26. Pursuant to Local Rule 1007-2(b)(1)-(2)(A), the estimated amount of bi-weekly payroll to the Debtors' employees (not including officers, directors and stockholders) is \$382,000 and the estimated amount to be paid to officers, directors and stockholder for the thirty (30) day period following the filing of the Debtors' chapter 11 petitions is \$266,000.

27. Pursuant to Local Rule 1007-2(b)(3), Schedule 8 hereto provides for the thirty (30) day period following the filing of the chapter 11 petitions, a list of estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

28. The foregoing is true to the best of my knowledge, information and belief.

ROCK & REPUBLIC ENTERPRISES, INC.
TRIPLE R, INC.
Debtors and Debtors in Possession

By: s/ Geoffrey D. Lurie
Geoffrey D. Lurie
Chief Restructuring Officer

Sworn to before me this 1st
day of April, 2010

s/ Arthur Goldstein
Notary Public, State of New York
No. 4653340
Qualified in Rockland County
Commission Expires March 30, 2011

**SCHEDULE 1
TO LOCAL RULE 1007-2 AFFIDAVIT**

**LIST OF CREDITORS HOLDING 25 LARGEST
UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

Name and Address of Creditor	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
ISKO TEXTILES, INC. 102 N. ELM ST. SUITE 308 GREENSBORO, NC 27401 336-272-1400 kambiy@isko.com.tr	Disputed	\$3,271,044.81
CONDE NAST PUBLICATIONS P.O. BOX 88965 CHICAGO, IL 60695-1965 (302) 830-9338 Deborah_Kane@condenast.com		\$1,265,657.87
TAVEX ALGODONERA 112 W 9th STREET., #626 LOS ANGELES, CA 90015 213-489-2622 george.hayos@tavex.com		\$725,677.57
TAG TRENDS 970 S. VIA RODEO PLACENTIA, CA 92870 714-524-9000 rob@tagtrends.com		\$664,434.44
PCCA/DENIMATRIX dba PLAINS COTTON COOPERATIVE 3301 E. 50th ST LUBBOCK, TX 79404 502-242-04600 xt 1228 Carolina.melendez@denimatrix.com		\$565,027.52
SEWING TRENDS 5615 MCKINLEY AVE. LOS ANGELES, CA 90011 323-233-9324 sewingtrends@sbcglobal.net	Disputed	\$326,926.96

Name and Address of Creditor	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
BLUE RIVER DENIM INC 13200 S AVALON BLVD LOS ANGELES, CA 90061-1227 310-856-0777 imeldap@blueriverdenim.com		\$320,097.64
PLAINS COTTON COOPERATIVE ASSOCIATION dba AMERICAN COTTON GROWERS P.O. BOX 2827 LUBBOCK, TX 79408 806-385-6401 lori.fudge@pcca.com		\$260,099.75
STOELT PRODUCTIONS LLC 1962 S. LA CIENEGA BLVD LOS ANGELES, CA 90034 323-463-3700 matt@stoeltproductions.com	Disputed	\$232,573.42
CBS OUTDOOR P.O. BOX 33074 NEWARK, NJ 07188-0074 718-242-0716 matthew.flinchum@cbsoutdoor.com		\$175,000.00
BARTELUCE ARCHITECTS & ASSOCIATES C/O: DANIEL J. BARTELUCE 36 WEST 25TH STREET NEW YORK, NY 10010 212-691-7200 cgraziano@bapc.net		\$166,986.64

Name and Address of Creditor	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
GIBSON, DUNN & CRUTCHER LLP 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071 213-229-7528 TDavis@gibsondunn.com		\$165,270.13
BRAND ID 3198 BLDG F AIRPORT LOOP DRIVE COSTA MESA, CA 92626 714-545-9902 tanyaa@brandid.com		\$152,877.00
ZABIN INDUSTRIES, INC. P.O. BOX 15218 DEL VALLE STATION LOS ANGELES, CA 90015 (213) 749-1215 af@zabin.com		\$151,764.54
TOP JEANS CORP 1223 EAST 58th PLACE LOS ANGELES, CA 90001 213-300-3610 Bobhanna21@sbcglobal.net		\$134,245.35
LES PUBLICATIONS CONDE NAST S.A. VOGUE 56 A, RUE DU FABOURG ST HONORE, PARIS, FRANCE 75008 015-343-6069 ileger@condenast.fr		\$132,381.70
LIGHTING MANAGEMENT, INC. P.O. BOX 992 HARRIMAN, NY 10926 845-783-1350 info@lightingmanagement.com		\$127,113.50

Name and Address of Creditor	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
BOARD OF EQUALIZATION P. O. BOX 942879 SACRAMENTO, CA 94279-0001 800-272-9829		\$119,860.00
WILLIAM MORRIS AGENCY ATTN: SHELBY MIDDLETON ONE WILLIAM MORRIS PLACE BEVERLY HILLS, CA 90212 310-859-4000 SMiddleton@wma.com		\$115,057.87
ARTISTIC DYERS INC. 2542 TROY AVE. S. EL MONTE, CA 91733 626-442-2041 artisticdyersinc.@yahoo.com		\$110,180.15
STARSLIDE SEC & INVEST, INC. 1930 S BREA CANYON RD., #220 DIAMOND BAR, CA 91765 909-396-9999 ycoventry@starside.com		\$98,278.08
ON TARGET LAUNDRY LLC 2713 BONNIE BEACH PLACE VERNON, CA 90023 323-796-0900 ontargetllc@yahoo.com		\$97,897.20
WORLD JUMBO LIMITED FLAT D1 5/F KAI TAK FTY. BLDG, PAHASE 2, 99 KING FUK ST SANPOKONG, KOWLOON 852-2324-1919 worldjumbo@gmail.com	Disputed	\$96,382.06

Name and Address of Creditor	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
LENORE WINSBERG DBA ONE-O-ONE PROPERTIES 101 S. ROBERTSON BLVD., #206 LOS ANGELES, CA 90048 310-278-9111 carrie@rwinsberg.com		\$32,661.81
DEPARTMENT OF WATER AND POWER 1394 SOUTH SEPULVEDA BLVD. LOS ANGELES, CA 90025-3547 1-800-342-5397		\$1,381.01

SCHEDULE 2
TO LOCAL RULE 1007-2 AFFIDAVIT
DEBTORS' SECURED CREDITORS

Creditor Name	Description of Collateral	Estimated Value of Collateral	Amount of Claim	Disputed
RKF, LLC 5500 Soto Street Attn: Richard I. Koral Vernon, CA 90058	Intellectual Property	\$50,000,000.00	\$15,000,000.00	No
The CIT Group / Commercial Services, Inc. 505 Fifth Avenue New York, NY 10017	All Rock & Republic assets excluding intellectual property	\$30,000,000.00 (estimated)	\$5,700,000.00	No
O'Gara Coach Company 8833 West Olympic Boulevard Beverly Hills, CA 90211	Aston Martin V8	Unknown	\$26,000.00	No
O'Gara Coach Company 8833 West Olympic Boulevard Beverly Hills, CA 90211	2005 Bentley Continental	Unknown	\$20,000.00	No

**SCHEDULE 3
TO LOCAL RULE 1007-2 AFFIDAVIT**

Summary of the Debtors' Assets and Liabilities

Rock & Republic Group

Balance Sheet

January 31, 2010

	<u>Rock & Republic</u>	<u>Triple R</u>	<u>Elim</u>	<u>Consol</u>
ASSETS				
<i>Current Assets</i>				
Cash & Equivalents	653.0	230.7		883.7
Due from Factor	414.8	0.0		414.8
Accounts Receivable, Net of Allowance	4,406.9	63.6	(3,840.1)	630.4
Due from Related Parties	3,118.0	(1,423.5)		1,694.4
Other Receivables	421.6	0.0		421.6
Inventory	10,160.2	2,457.3	(1,481.2)	11,136.3
Prepaid Expense	541.8	87.4		629.2
<i>Total current assets</i>	<u>19,716.2</u>	<u>1,415.5</u>	<u>(5,321.2)</u>	<u>15,810.4</u>
<i>Long Term Assets</i>				
Auto	669.0	0.0		669.0
Furniture & Fixtures	1,839.1	983.1		2,822.2
Computer & Software	1,253.4	138.9		1,392.4
Bicycles & Equipment	0.0	0.0		0.0
Machinery & Equipment	1,501.2	194.1		1,695.3
Leasehold Improvements	1,026.7	2,745.0		3,771.7
Construction In Progress	0.0	0.0		0.0
Accumulated Depreciation	(3,802.0)	(804.3)		(4,606.4)
Other Assets	1,552.8	1,066.1		2,618.8
Intellectual Property	50,248.0	0.0		50,248.0
Due from Officer	7,378.9	0.0		7,378.9
<i>Total long term assets</i>	<u>61,666.9</u>	<u>4,322.9</u>	<u>0.0</u>	<u>65,989.8</u>
TOTAL ASSETS	<u>81,383.1</u>	<u>5,738.4</u>	<u>(5,321.2)</u>	<u>81,800.3</u>
LIABILITIES AND EQUITY				
<i>Current Liabilities</i>				
Due to Factor	0.0	0.0		0.0
Accounts Payable	10,116.2	4,941.2	(3,840.1)	11,217.3
Accounts Payable-Disputes	2,847.1	0.0		2,847.1
Accrued Expenses	2,937.1	2,655.8		5,592.9
Other Payables	1,585.5	102.9		1,688.4
Current Long Term Debt	0.0	0.0		0.0
S/T Capital Lease	397.1	0.0		397.1
S/T Note Payable	211.7	0.0		211.7
<i>Total current liabilities</i>	<u>18,094.8</u>	<u>7,699.8</u>	<u>(3,840.1)</u>	<u>21,954.6</u>
<i>Long Term Liabilities</i>				
Lease Payable	200.6	0.0		200.6
Long Term Debt	0.0	0.0		0.0
Note Payable	122.6	0.0		122.6
Term Loan	15,000.0	0.0		15,000.0
Deferred Rent	128.9	733.3		862.2
<i>Total long term liabilities</i>	<u>15,452.1</u>	<u>733.3</u>	<u>0.0</u>	<u>16,185.4</u>
TOTAL LIABILITIES	<u>33,546.9</u>	<u>8,433.1</u>	<u>(3,840.1)</u>	<u>38,139.9</u>
<i>Stockholders' Equity</i>				
Capital stock	5.0	0.0		5.0
Additional Paid In Capital	0.0	0.0		0.0
Distributions	17.9	0.0		17.9
Equity in IP	50,248.0	0.0		50,248.0
Net income for the period	(164.4)	(519.3)	61.0	(622.7)
Retained earnings	(2,270.2)	(2,175.4)	(1,542.2)	(5,987.8)
<i>Total Stockholders' equity</i>	<u>47,836.3</u>	<u>(2,694.7)</u>	<u>(1,481.2)</u>	<u>43,660.4</u>
TOTAL LIABILITIES AND EQUITY	<u>81,383.2</u>	<u>5,738.4</u>	<u>(5,321.2)</u>	<u>81,800.3</u>
	(0.0)	0.0	(0.0)	(0.0)

**SCHEDULE 4
TO LOCAL RULE 1007-2 AFFIDAVIT**

LIST OF PREMISES

Rock & Republic Enterprises, Inc., as Tenant

Location	Landlord
400 West Broadway New York, NY 10012 5 th , 6 th and 7 th Floors	SF Acquisition LLC
3523-3525 Eastham Avenue Culver City, CA 90232	3525 Eastham, LLC
101 and 105 S. Robertson Blvd. Los Angeles, CA 90048	101 South Robertson, LLC
5808 South Wilmington Avenue Los Angeles, CA 90058 (lease expired on 12/31/08 but R&R is in possession)	Cee Sportswear
127 East Ninth Street - #1111 Los Angeles, CA	Ben Eisenberg Properties – New Mart Building, Inc.

Rock & Republic Enterprises, Inc., as Sublandlord

Location	Subtenant
3525 Eastham Drive Culver City, CA 90232	Sussman/Prejza & Company

**SCHEDULE 4
TO LOCAL RULE 1007-2 AFFIDAVIT**

LIST OF PREMISES

Triple R, Inc. as Tenant

Location	Landlord
103 S. Robertson Blvd. Los Angeles, CA 90048 ground floor	101 South Robertson, LLC
Promenade at Camarillo Premium Outlets 740 East Ventura Blvd. – Unit 1512 Camarillo, CA 93010 ¹	CPG Partners, L.P.
Desert Hills Premium Outlets 48400 Seminole Drive Space 222 Cabazon, CA 92230	CPG Partners, L.P.
Woodbury Common Premium Outlets Town of Woodbury County of Orange State of New York Unit 0842	CPG Partners, L.P.

¹ Both Triple R, Inc. and R&R are named as tenants but Triple R, Inc. signed as tenant.

**SCHEDULE 5
TO LOCAL RULE 1007-2 AFFIDAVIT**

1. Location of Debtors' Substantial Assets

103 S. Robertson Blvd.
Los Angeles, CA 90048
ground floor

Promenade at Camarillo
Premium Outlets
740 East Ventura Blvd. – Unit 1512
Camarillo, CA 93010

Desert Hills Premium Outlets
48400 Seminole Drive
Space 222
Cabazon, CA 92230

AQL
350 Westmont Drive
San Pedro, CA 90731

2. Location of Books and Records

3523 Eastham Avenue
Culver City, CA 90232

3. Nature, Location and Value of any Assets held by the Debtors outside the Territorial Limits of the United States

None

SCHEDULE 6
TO LOCAL RULE 1007 -2 AFFIDAVIT
Litigation Summary for Rock & Republic Enterprises, Inc. (R&R)

Parties	Status	Jurisdiction	Dispute Summary	Opposing Counsel
<i>Beckham Brand Limited v. R&R</i>	Settlement	UK	BBL seeks money for alleged breach of contract.	Lee & Thompson Greengarden House 15-22 St. Christopher's Place London, England W1U 1NL
<i>R&R v. Rich & Skinny, Inc., USDC Central CA Case No. 08CV-04199 PSG</i>	Settlement	CDCA	R&R seeks damages for willful infringement of trademarks. Rich & Skinny cross-claimed, .	Matthew Seror, Esq. Buchalter Nemer 1000 Wilshire Blvd., Suite 1500 Los Angeles CA 90017 Tel: 213-891-0700 Fax: 213-896-0400
<i>Alisped USA, Inc. v. R&R, Los Angeles Superior Court, Case No. BC410826</i>	Settlement	CA	Alisped seeks money for alleged non-payment of invoices containing Alisped billing errors.	Tamara Droubi, Esq. Kane Law Firm 1154 S. Crescent Heights Blvd. Los Angeles, CA 90035 Tel: 323-937-3291 Fax: 323-571-3579
<i>Anisa International, Inc. v. R&R, Los Angeles Superior, Case No. SC102383</i>	Settlement	CA	Anisa seeks money for alleged breach of contract	Erin Melody-Rosenfeld Cron, Israels & Stark 1541 Ocean Ave., #200 Santa Monica, CA 90401 Tel: 310-451-9888 Fax: 310-451-3473
<i>Labeltex Mills v. R&R, Los Angeles Superior Court, Case No. SC100973</i>	Active Litigation	CA	Labeltex seeks money for alleged breach of contract. R&R has asserted counterclaims.	India Thompson Law Offices of Rheuban & Gresen 15910 Ventura Blvd., #1610 Encino, CA 91436 Tel: 818-815-2727 Fax: 818-815-2723
<i>JT & CO, LLC v. R&R, Los Angeles Superior Court, Case No. SC100503</i>	On Appeal	CA	JT & CO seeks money for alleged conversion of JT&CO's purported merchandise. On appeal from denial of R&R's "Anti-SLAPP" Motion	Joseph Fischbach Fischbach & Fischbach 9300 Wilshire Blvd., #308 Beverly Hills, CA 90212 Tel: 310-278-4015 Fax: 310-278-2894

SCHEDULE 6
TO LOCAL RULE 1007 -2 AFFIDAVIT
Litigation Summary for Rock & Republic Enterprises, Inc. (R&R)

Parties	Status	Jurisdiction	Dispute Summary	Opposing Counsel
<i>New Pacific Rodeo LLC v. Biba Int'l, M. Mashouf, R&R, M. Ball, Los Angeles Superior Court, Case No. BC 409639</i>	Active Litigation	CA	New Pacific seeks payment for alleged unpaid rent from Sublandlord, Sublandlord Guarantor, Subtenant, Subtenant Guarantor. Sublandlord and Sublandlord Guarantor seek indemnification from Subtenant and Subtenant Guarantor	<u>New Pacific Counsel:</u> Charles Malaret Morgan, Lewis & Bockius 300 S. Grand Ave., 22nd Flr. Los Angeles, CA 90071 Tel: 213-612-7305 Fax: 213-612-2501 <u>Biba & Mashouf Counsel:</u> Mark Rosenbaum Wolf, Rifkin Shapiro, Shulman & Rabkin 11400 W. Olympic Blvd., 9th Flr. Los Angeles, CA 90064 Tel: 310-478-4100 Fax: 310-479-1422
<i>Brightex Industries Ltd. v. R&R, Los Angeles Superior Court, Case No. BC419183</i>	Active Litigation	CA	Brightex seeks money for alleged non-payment for goods allegedly sold to R&R.	Alexis Galindo Curd, Galindo & Smith 301 E. Ocean Blvd., #1700 Long Beach, CA 90802 Tel: 562-624-1177 Fax: 562-624-1178
<i>D.H.M. International Corp d/b/a Sunshine Enterprises v. R&R, Los Angeles Superior Court, Case No. GC043885</i>	Active Litigation	CA	D.H.M. seeks money for alleged non-payment for goods allegedly sold to R&R.	J. Steven Kennedy Law Offices of J. Steven Kennedy 225 S. Lake Ave., #300 Pasadena, CA 91101 Tel: 626-432-5440 Fax: 626-405-0226
<i>Advance Magazine Publishers v. R&R, Los Angeles Superior Court, Case No. BC423637</i>	Active Litigation	CA	Advance Magazine seeks money for alleged non-payment for advertising.	Martin Goldman Law Offices of Martin Goldman 10800 Wilshire Blvd., #2240 Los Angeles, CA 90024 Tel: 310-470-8487 Fax: 310-474-0653

SCHEDULE 6
TO LOCAL RULE 1007 -2 AFFIDAVIT
Litigation Summary for Rock & Republic Enterprises, Inc. (R&R)

Parties	Status	Jurisdiction	Dispute Summary	Opposing Counsel
<i>Fantasy Activewear, Inc. v. R&R, Los Angeles Superior Court Case No. VC055568</i>	Active Litigation	CA	Fantasy seeks money for alleged non-payment for goods allegedly sold to R&R.	Faizan Hanif Rex Law LLP 70 S. Lake Ave., #1000 Pasadena, CA 91101 Tel: 626-798-7869 Fax: 626-463-7357
<i>144 Spring Realty LLC v. Triple R and R&R, Supreme Court, New York County</i> Index No.: 600940/09	Active Litigation	NY	Landlord 144 Spring Realty LLC seeks money for alleged breach of lease agreement.	Osman Dennis, Esq. Axelrod, Fingerhut & Dennis 260 Madison Avenue New York, New York 10016 Tel: 212-702-0900 <i>Pro Hac Vice Counsel</i> Jonathan R. Bass, Esq. Coblentz, Patch, Duffy & Bass, LLP One Ferry Building, Suite 200 San Francisco, CA 94111-4213 Tel: 415-772-5726 Fax: 415-989-1663
<i>102 Greene Street Realty LLC v. R&R Supreme Court, New York County</i> Index No. 650480/09	Active Litigation	NY	Landlord 102 Greene Street Realty LLC seeks money for alleged breach of lease agreement. R&R has counterclaims seeking return of security deposit.	Gretchen A. Silver, Esq. Sullivan & Worcester LLP 1290 Avenue of the Americas, 29th Floor New York, New York 10104 Tel: 212-660-3039 Fax: 212-660-3001
<i>Fred Naggar, et al. v. Micahel Ball and R&R Supreme Court, New York County</i> Index No. 07602018	Active Litigation	NY	Naggar and his company A&F Apparel, USA, Inc. seek money for unpaid commissions. Naggar has individual claims against Michael Ball for defamation and assault.	Anthony A. Lopresti, Esq. Lopresti PLLC 30 Broad Street, 37th Floor, New York, NY 10004 Tel: 212-425-0551 Fax: 212-658-9001

**SCHEDULE 7
TO LOCAL RULE 1007-2 AFFIDAVIT**

The individuals who comprise the Debtors' existing senior management, their tenure with the Debtors and a description of their responsibilities and experience are as follows:

1. Michael Ball – Chief Executive Officer. Michael Ball is founder of the Debtors and, in addition to being the Chief Executive Officer, is the creative and innovated force behind the Debtors' operations and brands.
2. Andrea Bernholtz – President. Ms. Bernholtz has been with the Debtors since September 2003. Ms. Bernholtz in addition to her duties and responsibilities as President oversees the Debtors' sales and merchandising.
3. Edward Bromberg – Senior Vice President. Mr. Ball has been with the Debtors since August 2009. He is charge of operations and production for the Debtors.
4. Cheryl Moorman – Chief Financial Officer. Ms. Moorman has been with the Debtors since August 2008 and oversees all accounting and financial matters.
5. Geoffrey D. Lurie – Chief Restructuring Officer. Mr. Lurie was recently hired as CRO for the Debtors. Mr. Lurie has over 30 years experience in the field of corporate restructuring and Turn Around Management, having worked at NorthFace, Coleco, Brendle's, Fisher Big Wheels, Cook United, and others large companies.

**SCHEDULE 8
TO LOCAL RULE 1007-2 AFFIDAVIT**

Estimated Cash Receipts and Disbursements

ROCK & REPUBLIC GROUP
Weekly Cash Flow

APRIL				
Weeks Ending				

Units	Ave Price	2-Apr	9-Apr	16-Apr	23-Apr	30-Apr
Mainline	\$ 89.00		8,000	7,000	7,000	6,000
OTS	\$ 50.00	-	10,000	7,500		7,500
Distributor	\$ 75.00			23,000	22,000	4,000
Dropship	\$ 50.00	-	18,000	37,500	29,000	17,500

Regular Sales	602,000	712,000	623,000	623,000	534,000
OTS	-	500,000	375,000	-	375,000
Distributor	137,000	-	-	-	300,000
Dropship	-	-	1,150,000	1,100,000	-
TOTAL SALES	739,000	1,212,000	2,148,000	1,723,000	1,209,000
					7,031,000

FACTORED ACCOUNTS RECEIVABLE
R&R - ACCOUNTS RECEIVABLE

Regular Sales (70% of regular sales)	7,549,400	6,672,580	6,506,188	6,160,595	5,440,002
OTS	214,000	498,400	436,100	436,100	373,800
Distributor	-	500,000	375,000	-	375,000
Total Sales	137,000	-	-	-	300,000
	351,000	998,400	811,100	436,100	1,048,800
Collections (45 day assumption)	(1,200,000)	(1,100,000)	(1,100,000)	(1,100,000)	(1,100,000)
Dilution					
Returns and allowances	13%	(27,820)	(64,792)	(56,693)	(48,594)
Discount - Distributor	15%	-	-	-	(45,000)

TOTAL FACTORED ACCOUNTS RECEIVABLE	6,672,580	6,506,188	6,160,595	5,440,002	5,295,208
---	------------------	------------------	------------------	------------------	------------------

R&R LOAN

Beginning Balance	(5,838,400)	(5,621,814)	(5,489,788)	(4,913,228)	(4,430,520)
Collections	1,200,000	1,100,000	1,100,000	1,100,000	1,100,000
Advances	(830,430)	(959,488)	(516,545)	(613,586)	228,470
Interest	8.00%				(17,698)
Commission	0.85%	(2,984)	(8,486)	(6,894)	(3,707)
Attorney fees		(100,000)			(8,915)
DIP fee		(50,000)			(11,000)

TOTAL FACTOR LOAN	(5,621,814)	(5,489,788)	(4,913,228)	(4,430,520)	(3,139,663)
--------------------------	--------------------	--------------------	--------------------	--------------------	--------------------

Net Balance	1,050,767	1,016,400	1,247,367	1,009,482	2,155,545
--------------------	------------------	------------------	------------------	------------------	------------------

ROCK & REPUBLIC GROUP
Weekly Cash Flow

APRIL					
Weeks Ending					

Units	Ave Price	2-Apr	9-Apr	16-Apr	23-Apr	30-Apr
Mainline	\$ 89.00		8,000	7,000	7,000	6,000
OTS	\$ 50.00		10,000	7,500		7,500
Distributor	\$ 75.00				22,000	4,000
Dropship	\$ 50.00		18,000	37,500	29,000	17,500
		-				

Regular Sales	602,000	712,000	623,000	623,000	534,000
OTS	-	500,000	375,000	-	375,000
Distributor	137,000	-	-	-	300,000
Dropship	-	-	1,150,000	1,100,000	-
TOTAL SALES	739,000	1,212,000	2,148,000	1,723,000	1,209,000
					7,031,000

AVAILABILITY					
Accounts Receivable	6,672,580	6,506,188	6,160,595	5,440,002	5,295,208
Less - Disputes	(30,000)	(50,000)	(50,000)	(75,000)	(75,000)
	6,642,580	6,456,188	6,110,595	5,365,002	5,220,208
	5,314,064	5,164,950	4,888,476	4,292,002	4,176,166
	(200,000)	(200,000)	(200,000)	(200,000)	(200,000)
Less -Standby LC	5,114,064	4,964,950	4,688,476	4,092,002	3,976,166

NET AVAILABILITY	(507,750)	(524,838)	(224,752)	(338,518)	836,504
------------------	-----------	-----------	-----------	-----------	---------

INVENTORY	ACTUAL				
Inventory total	10,453,000	10,453,000	10,203,000	10,015,500	10,015,500
Estimated FG(46%of Inv Total)	4,926,000	4,926,000	4,808,187	4,719,827	4,719,827
Estimated RM(10%of Inv. Total)	1,199,000	1,199,000	1,170,324	1,148,817	1,148,817
Estimated WIP and Ineligible	1,197,000	1,197,000	1,168,372	1,146,901	1,146,901
Inventory Availability	2,272,000	2,272,000	2,197,166	2,141,041	2,141,041
OTS Sales	-	250,000	187,500	-	187,500
Ending Inventory	10,453,000	10,203,000	10,015,500	10,015,500	9,828,000
Reserve / Ineligibles - FG	1,315,000				
Reserve / Ineligibles - RM	382,000				

CASH REQUIREMENTS					
Production		350,000	350,000	275,000	200,000
Contractors - Domestic	\$ 20.00	-	-	-	80,000
Contractors - DMX - Distributor					250,000

ROCK & REPUBLIC GROUP
Weekly Cash Flow

Weekly Casino Flow						
APRIL						
Weeks Ending						
Units	Ave Price	2-Apr	9-Apr	16-Apr	23-Apr	30-Apr
Mainline	\$ 89.00		8,000	7,000	7,000	6,000
OTS	\$ 50.00	-	10,000	7,500		7,500
Distributor	\$ 75.00			23,000	22,000	4,000
Dropship	\$ 50.00	-	18,000	37,500	29,000	17,500
Regular Sales		602,000	712,000	623,000	623,000	534,000
OTS		-	500,000	375,000	-	375,000
Distributor		137,000	-	-	-	300,000
Dropship		-	-	1,150,000	1,100,000	-
TOTAL SALES		739,000	1,212,000	2,148,000	1,723,000	1,209,000
						7,031,000

Contractors - DMX - Dropship	\$ 20.00	-	460,000	440,000	-	-
Fabric		16,000	33,000	85,000	375,000	30,000
Contingency - production			20,000	20,000	20,000	20,000

Operating Expenses

Payroll		430,000		430,000		490,000
Payroll Base		430		430		430
Payroll Loadings						
Employee Benefits			200		83,800	
FSA Administrator			67,000		200	
Rent			8,200		230,813	
Parking			5,275			
Security			2,229		2,147	
Utilities	Quarterly		5,000		10,526	
Communications				24,617		
Office Supplies						
Equipment Leases - Quarterly			1,700			
Equipment Leases - Software Licenses				16,000		
Equipment Leases - Monthly				12,858		
Auto - April						
Auto Post April						
Insurance			96,185			
Building Maintenance and Services				8,295		
EDI Charges				2,645		
Storage			1,300			
Sales Tax	Monthly	43,000				
Sales Tax	Quarterly	36,000				
Shipping		50,000	50,000	50,000	50,000	50,000
Marketing				35,000		

ROCK & REPUBLIC GROUP
Weekly Cash Flow

		APRIL				
		Weeks Ending				
		2-Apr	9-Apr	16-Apr	23-Apr	30-Apr
Units	Ave Price					
Mainline	\$ 89.00		8,000	7,000	7,000	6,000
OTS	\$ 50.00	-	10,000	7,500		7,500
Distributor	\$ 75.00			23,000	22,000	4,000
Dropship	\$ 50.00	-	18,000	37,500	29,000	17,500
Regular Sales		602,000	712,000	623,000	623,000	534,000
OTS		-	500,000	375,000	-	375,000
Distributor		137,000	-	-	-	300,000
Dropship		-	-	1,150,000	1,100,000	-
TOTAL SALES		739,000	1,212,000	2,148,000	1,723,000	1,209,000
Travel, sales and other employee expenses		5,000	5,000	5,000	5,000	5,000
Normal Business Professional fees		50,000			3,000	3,000
Tradeshows			25,000			
Trustee fees						
Reorganization Expenses		235,000				
Contingencies			10,000	15,000	15,000	15,000
TOTAL CASH OUTFLOW		1,215,430	1,140,088	1,430,145	1,075,486	863,430
OTHER DEPOSITS						
LC		-	-		-	805,000
Other		250,000	180,600	213,600	186,900	186,900
Sample Sale				600,000		
Retail Receipts		135,000		100,000	100,000	100,000
E Commerce					175,000	
		385,000	180,600	913,600	461,900	1,091,900
NET CASH OUTFLOW		830,430	959,488	516,545	613,586	(228,470)